



Rotary Club of Kahala Sunrise

Chartered 2007 Honolulu, Hawaii

BYLAWS

Article I – Definitions

1. Board: The Board of Directors of this Club.
2. Director: A member of this Club's Board of Directors.
3. Member: A member, other than an honorary member, of this Club.
4. RI: Rotary International.
5. Year: The twelve-month period that begins on 1 July.

Article 2 – Board

The governing body of this club shall be the Board of Directors. The Board of Directors shall consist of an odd number of no fewer than 7 (seven) members and no more than 25% of the club membership, all of whom shall be members of this club in good standing. The club shall also have the following Officers: President, Vice President / President-Elect, Secretary, Treasurer, Sergeant-at-Arms and the Immediate Past President, all of whom shall also be Directors. All Directors and Officers shall be elected in accordance with Article 3 of these bylaws.

Article 3 – Election of Directors and Officers

Section 1 – Directors and Officers of the club shall be elected annually. At a regular members meeting one month prior to the meeting for election of Directors and Officers, the presiding Officer shall ask for nominations by members of the club for President, Vice President/President-Elect, Secretary, Treasurer, Sergeant-at-Arms, and Directors. The nominations may be presented by a nominating committee or by members from the floor, by either or by both as the club may determine. If it is determined to have a nominating committee, such committee shall be appointed by the President-Elect. The nominations duly made shall be placed on a ballot in alphabetical order under each office and shall be voted for at the annual meeting. The official club ballot will be mailed to all members in good standing, a minimum of fifteen (15) days prior to the annual election. Said ballots must be returned by mail, or hand delivery and must be received no later than 7:45 A.M. on the day of the annual election. All paper ballots shall be returned by mail or delivered to the club Secretary, and shall remain unopened until the official counting of the ballots at the annual meeting. The candidates for President, Vice President, Secretary, Treasurer, and Sergeant-at-Arms receiving a majority of the votes shall be declared elected to their respective offices. The candidates for Director receiving a majority of the votes shall be declared elected as Directors. The candidate for President elected in such balloting shall be the President nominee and serve as

a Director for the year commencing on the first day of July next following the election, and shall assume office as President on the first day of July immediately following that year. The President-nominee shall take the title of vice President/President-Elect upon the election of a successor.

Section 2 – The Officers and Directors, so elected, together with the immediate past President shall constitute the Board.

Section 3 – A vacancy in the Board or any office shall be filled by action of the remaining Directors and the Director or Officer so elected shall serve the remainder of the term of the vacated position.

Section 4 – A vacancy in the position of any Officer-Elect or Director Elect shall be filled by action of the remaining Directors-Elect.

Section 5 – A member may vote in person or by proxy, provided the appointment of proxy is properly authorized and delivered to the secretary or other officer or agent of the club authorized to tabulate votes. No proxy shall be valid after eleven months from the date of its execution, unless otherwise provided in the proxy; but in no event shall a proxy be valid for more than two (2) years from the date of its execution. Any proxy, other than an irrevocable proxy coupled with an interest, is revocable by the member.”

Article 4 – Duties of Officers

Section 1 – President. It shall be the duty of the President to preside at meetings of the club and the Board and to perform other duties as ordinarily pertain to the office of President.

Section 2 – Vice President/President-Elect. It shall be the duty of the vice President/ President-Elect to serve as a Director and to preside at meetings of the club and the Board in the absence of the President and to perform such other duties as may be prescribed by the President or the Board.

Section 3 – Secretary. It shall be the duty of the Secretary to keep membership records; record attendance at meetings; send out notices of Club, Board and committee meetings; record and preserve the minutes of such meetings; report as required to RI, including the semiannual reports of membership on 1 January and 1 July of each year, and prorated reports on 1 October and 1 April of each active member who has been elected to membership in the club since the start of the July or January semiannual reporting period; report changes in membership; provide the monthly attendance report, which shall be made to the district governor within 15 days of the last meeting of the month; collect and remit RI official magazine



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subscriptions; and perform other duties as usually pertain to the office of Secretary.

Section 4 – Treasurer. It shall be the duty of the Treasurer to have custody of all funds, accounting for it to the club annually and at any other time upon demand by the Board, and to perform other duties as pertain to the office of Treasurer. Upon retirement from office, the Treasurer shall turn over to the incoming Treasurer or to the President all funds, books of accounts, or any other club property.

Section 5 – Sergeant-at-Arms. The duties of the Sergeant-at-Arms shall be such as are usually prescribed for such office and other duties as may be prescribed by the President or the Board.

Article 5 – Meetings

Section 1 – Annual Meeting. An annual meeting of this club shall be held during the month of December in each year, at which time the election of Officers and Directors to serve for the ensuing year shall take place.

Section 2 – The regular weekly meetings of this club shall be held on Wednesday at 7:30 a.m..

Due notice of any changes in or canceling of the regular meeting shall be given to all members of the Club. All members excepting an honorary member (or member excused pursuant to Article 8, Sections 3 and 4 of the standard Rotary Club Constitution) in good standing in this club, on the day of the regular meeting, must be counted as present or absent, and attendance must be evidenced by the member's being present for at least sixty (60) percent of the time devoted to the regular meeting, either at this club or at any other Rotary Club, or as otherwise provided in the standard Rotary Club Constitution, Article 8, Sections 1 and 2.

Section 3 – One-third of the membership shall constitute a quorum at the annual and regular meetings of this Club. If a quorum is present, the concurring vote of a majority of the members constituting a quorum on a given matter (other than the election of Directors and Officers) shall be valid and binding upon the club as the act of the members, except as otherwise provided by these bylaws.

Section 4 – Regular meetings of the Board shall be held monthly or as determined by the Board of Directors. Special meetings of the Board shall be called by the President, whenever deemed necessary, or upon the request of two (2) Directors, due notice having been given.

Section 5 – A majority of the Directors shall constitute a quorum of the Board. If a quorum is present, the concurring vote of a majority of the Directors constituting a quorum on a given matter shall be valid and binding upon the club as the act of the Board of Directors, except as otherwise provided by these bylaws.

Article 6 – Fees and Dues

Section 1 – Application for New Applicants. The application (admission) fee shall be set by the Board. The application (admission)

fee for new applicants shall be paid before the applicant can qualify as a member.

Section 2 – Membership Dues. The membership dues shall be as set by the Board, and shall be payable semiannually on the first day of July and of January, with the understanding that a portion of each semiannual payment shall be applied to each member's subscription to the RI official magazine.

Article 7 – Method of Voting

The business of this club shall be transacted by viva voce* vote except the election of Officers and Directors, which shall be by ballot. The Board may determine that a specific resolution be considered by ballot rather than by viva voce vote.

**(Note: Viva Voce vote is defined as when club voting is conducted by vocal assent.)*

Article 8 – Four Avenues of Service

The Four Avenues of Service are the philosophical and practical framework for the work of this Rotary Club. They are: Club Service, Vocational Service, Community Service, and International Service. This club will be active in each of the Four Avenues of Service.

Article 9 – Committees

Club committees are charged with carrying out the annual and long-range goals of the club based on the four Avenues of Service. The President-Elect, President and Immediate Past President should work together to ensure continuity of leadership and succession planning. When feasible, committee members should be appointed to the same committee for three years to ensure consistency. The President-Elect is responsible for appointing committee members to fill vacancies, appointing committee chairs and conducting planning meetings prior to the start of the year in office. It is recommended that the chair have previous experience as a member of the committee. Standing committees should be appointed as follows:

- **Membership.** This committee should develop and implement a comprehensive plan for the recruitment and retention of members.
- **Club Public Relations.** This committee should develop and implement plans to provide the public with information about Rotary and to promote the Club's service projects and activities.
- **Club Administration.** This committee should conduct activities associated with the effective operation of the Club.
- **Service Projects.** This committee should develop and implement educational, humanitarian and vocational projects that address the needs of its community and communities in other countries.
- **The Rotary Foundation.** This committee should develop and implement plans to support The Rotary Foundation through both financial contributions and program participation.

Additional ad hoc committees may be appointed as needed.



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- a) The President shall be ex officio a member of all committees and, as such, shall have all the privileges of membership thereon.
- b) Each committee shall transact its business as is delegated to it in these bylaws and such additional business as may be referred to it by the President or the Board. Except where special authority is given by the Board, such committees shall not take action until a report has been made and approved by the Board.
- c) Each chair shall be responsible for regular meetings and activities of the committee; shall supervise and coordinate the work of the committee and shall report to the Board on all committee activities.

(Note: The above committee structure is in harmony with both the District Leadership Plan and the Club Leadership Plan. Clubs have the discretion to create any committees that are required to effectively meet its service and fellowship needs. A sample listing of such optional committees is found in The Club Committee Manual. A club may develop a different committee structure as needed.)

Article 10 – Duties of Committees

The duties of all committees shall be established and reviewed by the President for his or her year. In declaring the duties of each, the President shall make reference to appropriate RI materials. The service projects committee will consider vocational service, community service and international service avenues when developing plans for the year.

Each committee shall have a specific mandate, clearly defined goals, and action plans established by the beginning of each year for implementation during the course of the year. It shall be the primary responsibility of the President-Elect to provide the necessary leadership to prepare a recommendation for club committees, mandates, goals and plans for presentation to the Board in advance of the commencement of the year as noted above.

Article 11 – Leave of Absence

Upon written application to the Board, setting forth good and sufficient cause, leave of absence may be granted excusing a member from attending the meetings of the club for a specified length of time.

(Note: Such leave of absence does operate to prevent a forfeiture of membership; it does not operate to give the club credit for the member's attendance. Unless the member attends a regular meeting of some other Club, the excused member must be recorded as absent except that absence authorized under the provisions of Article 8, Sections 3 and 4 of the standard Rotary Club Constitution is not computed in the attendance record of the club.)

Article 12 – Finances

Section 1 – Prior to the beginning of each fiscal year, the Board shall prepare a budget of estimated income and expenditures for the year, which shall stand as the limit of expenditures for these purposes, unless otherwise ordered by action of the Board. The budget shall be

broken into two separate parts: one in respect of club operations and one in respect of charitable/service operations.

Section 2 – The Treasurer shall deposit all club funds in a bank, named by the Board. The club funds shall be divided into two separate parts: club operations and service projects.

Section 3 – All bills shall be paid by the Treasurer or other authorized Officer only when approved by two other Officers or Directors.

Section 4 – A thorough review of all financial transactions by a qualified person shall be made once each year.

Section 5 – Officers having charge or control of club funds shall give bond as required by the Board for the safe custody of the funds of the Club, cost of bond to be borne by the Club.

Section 6 – The fiscal year of this club shall extend from 1 July to 30 June, and for the collection of members' dues shall be divided into two (2) semiannual periods extending from 1 July to 31 December, and from 1 January to 30 June. The payment of per capita dues and RI official magazine subscriptions shall be made on 1 July and 1 January of each year on the basis of the membership of the club on those dates.

Article 13 – Method of Electing Members

Section 1 – The name of a prospective member, proposed by an active member of the Club, shall be submitted to the Board in writing, through the club Secretary. A transferring or former member of another club may be proposed to active membership by the former Club. The proposal shall be kept confidential except as otherwise provided in this procedure.

Section 2 – The Board shall ensure that the proposal meets all the classification and membership requirements of the standard Rotary Club Constitution.

Section 3 – The Board shall approve or disapprove the proposal within 30 days of its submission, and shall notify the proposer, through the club Secretary, of its decision.

Section 4 – If the decision of the Board is favorable, the prospective member shall be informed of the purposes of Rotary and of the privileges and responsibilities of membership, following which the prospective member shall be requested to sign the membership proposal form and to permit his or her name and proposed classification to be published to the Club.

Section 5 – If no written objection to the proposal, stating reasons, is received by the Board from any member (other than honorary) of the club within seven (7) days following publication of information about the prospective member, that person, upon payment of the admission fee (if not honorary membership), as prescribed in these bylaws, shall be considered to be elected to membership.

If any such objection has been filed with the Board, it shall vote on this matter at its next meeting. If approved despite the objection, the proposed member, upon payment of the admission fee (if not



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honorary membership), shall be considered to be elected to membership.

Section 6 – Following the election, the President shall arrange for the new member's induction, membership card, and new member Rotary literature. In addition, the President or Secretary will report the new member information to RI and the President will assign a member to assist with the new member's assimilation to the club as well as assign the new member to a club project or function.

Section 7 – The club may elect, in accordance with the standard Rotary Club Constitution, honorary members proposed by the Board.

Article 14 – Resolutions

The club shall not consider any resolution or motion to commit the club on any matter until the Board has considered it. Such resolutions or motions, if offered at a club meeting, shall be referred to the Board without discussion.

Article 15 – Order of Business

1. Meeting called to order.
2. Introduction of visitors.
3. Correspondence, announcements and Rotary Information.
4. Committee reports, if any.
5. Any unfinished business.
6. Any new business.
7. Address or other program features.
8. Adjournment.

Article 16 – Amendments

These bylaws may be amended at any regular meeting, a quorum being present, by a two-thirds vote of all members present, provided that notice of such proposed amendment shall have been mailed to each member at least ten (10) days before such meeting. No amendment or addition to these bylaws can be made which is not in

harmony with the standard Rotary Club Constitution and with the constitution and bylaws of RI.

NOTE: These bylaws are recommended only and may be changed by any Rotary club to meet its own conditions, provided such changes are not out of harmony with the standard Rotary club constitution and with the RI constitution, RI bylaws, and the Rotary Code of Policies. If any doubt exists, the proposed changes should be submitted to the general secretary for the consideration of the Board of Directors of RI.
Club By Laws...Adopted: March 21, 2007

Amendments:

Article 6 Fees and Dues (amended July 2, 2008 at our membership club assembly meeting)

Article 2 Board (amended December 2009 at our club meeting, quorum present)

Article 3 Election of Directors and Officers (amended December 2009 at our club meeting, quorum present)

Article 3 Election of Directors and Officers, Section 3 Officers (amended December 2009 at our club meeting, quorum present)

Article 5 Meetings, Section 3 and Section 5 (amended December 2009 at our club meeting, quorum present)